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AUDIT COMMITTEE REPORT

Subject: Terms of Reference – Audit Committee	Purpose: For Approval <input checked="" type="checkbox"/> For Discussion <input type="checkbox"/> For Information <input type="checkbox"/>
Prepared by: James Ayling - Board Secretary	Date: 12 September 2017
Purpose: The Committee is asked to review its current Terms of Reference to ensure that they encompass all of the assurance needs of the Board and the Principal and are in accordance with the Code of Good Governance for Scotland's Colleges.	
Linked to Strategic Goal 5: Build Sustainability.	
Executive Summary: The current Terms of Reference have been extended to reflect the terms of the Code of Good Governance for Scotland's Colleges referring to the Audit Committee. The relevant provisions are attached together with a revised set of Terms. Revisions are highlighted in yellow.	
Recommendation: That the Committee agree the revised Terms of Reference prior to submission to the next Board of Management.	
Previous Committee Approvals:	
For publication <input checked="" type="checkbox"/>	For publication with redactions <input type="checkbox"/> Not for publication <input type="checkbox"/>

BORDERS COLLEGE
AUDIT COMMITTEE
TERMS OF REFERENCE

1 Constitution

A minimum of five Members of the Regional Board, excluding the Chair of the Board, Chair or Member of the Finance and General Purposes Committee and Principal.

At least one member of the Committee should have a background in finance, accounting or auditing; if no such member has the requisite background then the Committee may co-opt an individual with the appropriate background. The Regional Board of Management will be advised of the details of any proposed co-opted individual. The co-opted individual will not count for the purposes of constituting a quorum. The Vice Principal, Finance and Resources would normally be in attendance but may be excluded at the request of the Committee.

1.1 Quorum: Three members of the Committee shall constitute a quorum.

1.2 Chair: To be elected by the Committee Members.

2 Terms of Reference

2.1 To advise the Regional Board on the appointment, reappointment, remuneration or removal of internal and external auditors;

2.2 To review the processes and advise the Regional Board on the internal and external auditor's assessment of the College's financial and other internal control systems;

2.3 To review and advise the Regional Board on compliance with corporate governance requirements and good practice guidance;

2.4 Reviewing the scope, efficiency and effectiveness of the work of internal audit and advise the Regional Board thereon;

2.5 To establish appropriate performance measures and indicators to monitor the effectiveness of external audit;

2.6 To consider the College's annual financial statements and the external auditor's report after review by the Finance and General Purposes Committee and prior to submission to the Regional Board;

2.7 To advise the Regional Board on relevant issues arising from the Audit Committee's consideration of internal audit, progress reports, annual reports and College Management's response thereto;

- 2.8 To respond appropriately to any notification to the Audit Committee of fraud or other improprieties;
- 2.9 To review the external auditor's Management letter and monitor Management's response;
- 2.10 To advise the Regional Board on relevant issues arising from the external auditor's management letter, other external audit reports and College's Management's response thereto;
- 2.11 To promptly pursue recommendations arising from audit reports and monitor their implementation.
- 2.12 To have access to and ensure attendance of external auditors at Audit Committee and Regional Board meetings as required;
- 2.13 To advise the Regional Board of any potential conflict of interest following consideration of any non-statutory audit work;
- 2.14 To ensure the College has effective arrangements for securing economic and efficient use of the College's resources and report to the Regional Board thereon and on the identification of potential topics for value for money reviews, having regard to national value for money studies in the further education sector;
- 2.15 To produce and submit an annual report to the Regional Board;
- 2.16 To review previously reported cases of impropriety to establish whether they have been handled appropriately;
- 2.17 To note any updates of Register of Board Members' Interests;
- 2.18 To note any updates of Register of Gifts.

3 Meetings

- 3.1 The Committee shall meet four times a year;
- 3.2 The Committee shall sit privately without any non-members present for all or part of a meeting if they so decide;
- 3.3 The members of the Audit Committee should meet with the internal and external auditors without the Executive team present at least annually.

4 Reporting

All Members of the Regional Board shall receive a copy of the minutes of each meeting and the Chair of the Committee shall make an oral or written report at the following Board of Management meeting. A formal Annual Report shall also be submitted to the Board.

Audit Committee – Code of Good Governance

- C.13 The Audit Committee must support the board and the principal by reviewing the comprehensiveness, reliability and integrity of assurances including the body's governance, risk management and internal control framework.
- C.14 The scope of the Audit Committee's work must be defined in its terms of reference and encompass all of the assurance needs of the board and the principal. The Audit Committee must have particular engagement with internal and external audit, and must work with management and auditors to resolve any issues in relation to financial reporting.
- C.15 The Audit Committee must promptly pursue recommendations arising from audit reports and must monitor their implementation.
- C.16 The membership of the Audit Committee cannot include the board chair or the principal. The role of the college executive is to attend meetings at the invitation of the committee chair and to provide information for particular agenda items.
- C.17 The Audit Committee terms of reference must provide for the committee to sit privately without any non-members present for all or part of a meeting if they so decide. The Audit Committee members should meet with the internal and external auditors without the executive team present at least annually.
- C.18 At least one member of the Audit Committee should have recent relevant financial or audit experience.